

**Certificate of Ownership**

**merging  
CAN-FED RESOURCES CORPORATION  
(a Nevada Corporation)  
(File #650-67)**

**into**

**FEDERAL RESOURCES CORPORATION  
(a Nevada Corporation)**

**Filed at the request of**

**Federal Resources Corporation  
P.O. Box 806  
Salt Lake City, Utah 84110  
Attn: Scott A Butters**

<b>Filing Date</b>	<b>November 9, 1982</b>
<b>File Number</b>	<b>11-55</b>
<b>Filing Fee</b>	<b>\$25.00</b>

**FILED**  
IN THE OFFICE OF THE  
SECRETARY OF STATE OF THE  
STATE OF NEVADA

NOV - 5 1982

ISSUED SWACKHAMER SECRETARY OF STATE CERTIFICATE OF MERGER AND OWNERSHIP

*John W. Losse*  
NOV 11-55  
OF

FEDERAL RESOURCES CORPORATION

The undersigned, JOSEPH C. BENNETT and JOHN W. LOSSE, JR., hereby certify:

1. They are the President and Secretary, respectively, of Federal Resources Corporation, a Nevada corporation.

2. Federal Resources Corporation owns One Hundred percent (100%) of the outstanding shares of Can-Fed Resources Corporation, a Nevada corporation.

3. The attached document is a true and correct copy of the resolutions of the Board of Directors of Federal Resources Corporation adopted at a meeting duly convened and held on June 25, 1982 at Salt Lake City, Utah, setting forth a plan of merger.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Merger and Ownership on the 25 day of June, 1982.

*Joseph C. Bennett*  
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Joseph C. Bennett  
President

*John W. Losse, Jr.*  
John W. Losse, Jr.

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: 88.  
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On the 25 day of June, 1982, personally appeared before me JOSEPH C. BENNETT and JOHN W. LOSSE, JR. who, being by me duly sworn, did say, each for himself, that they are the President and Secretary, respectively, of Federal Resources Corporation, and that said instrument was signed in behalf of said corporation by resolution of its Board of Directors, and said Joseph C. Bennett and John W. Losse, Jr., acknowledged to me that said corporation executed the same.

Portia C Williams  
Notary Public  
Residing at: San Jose City, Calif

## My Commission Expires

Apr 20, 1984

RESOLUTIONS OF BOARD OF DIRECTORS  
OF  
FEDERAL RESOURCES CORPORATION  
ADOPTING PLAN OF MERGER

RESOLVED, that in the judgment of the Board of Directors of the Corporation, it is deemed advisable and for the benefit of the Corporation that it should merge Can-Fed Resources Corporation, a Nevada corporation, and a wholly-owned subsidiary of the Corporation into itself and that pursuant to Nevada Revised Statutes § 78.486, a plan of merger be, and it hereby is, formulated to effect such merger in accordance with the following resolutions:

RESOLVED, that the name of the subsidiary corporation is Can-Fed Resources Corporation, a Nevada corporation, and the name of the surviving corporation is Federal Resources Corporation, a Nevada corporation, and further

RESOLVED, that there be no conversion of shares of the subsidiary corporation into shares of stock of the surviving corporation, or of any other corporation, or into cash or other property; and further

RESOLVED, that the articles of incorporation of the surviving corporation will not be affected by such merger; and further

RESOLVED, that, after providing for all proper debts of the subsidiary corporation, the remaining assets of the subsidiary corporation, be distributed to the surviving corporation.